

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rockefeller Center
1270 Avenue of the Americas, Suite 2210
New York, New York 10020
Tel: (212) 332-8840
Fax: (212) 332-8855
Pauline K. Morgan
Ryan M. Bartley
Travis G. Buchanan

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

**UNITED STATES BANKRUPTCY COURT
THE SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	: :
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	: :
Debtors.¹	: (Jointly Administered)
	: :
-----X	

**TWELFTH CONSOLIDATED MONTHLY FEE STATEMENT
OF YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS CONFLICTS COUNSEL FOR THE DEBTORS FOR THE PERIOD
FROM SEPTEMBER 1, 2019 THROUGH OCTOBER 31, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Young Conaway Stargatt & Taylor, LLP
Authorized to Provide Professional Services to:	Conflicts Counsel for the Debtors
Date of Retention:	November 13, 2018, <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	September 1, 2019 through October 31, 2019
Monthly Fees Incurred:	\$3,814.50
20% Holdback:	\$762.90
Compensation Less 20% Holdback:	\$3,051.60
Monthly Expenses Incurred:	\$70.30
Total Fees and Expenses Due:	\$3,121.90
This is a:	<u> X </u> monthly <u> </u> interim <u> </u> final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) hereby submits this consolidated twelfth monthly fee statement (the “Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as conflicts counsel to the Debtors for the period from September 1, 2019 through October 31, 2019 (the “Monthly Fee Period”). By this Monthly Fee Statement, Young Conaway seeks payment in the amount of \$3,121.90 which is comprised of (i) \$3,051.60 which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Monthly Fee Period, and (ii) reimbursement of \$70.30, which represents one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of Young Conaway's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at Young Conaway's billing rates during the Monthly Fee Period, (iv) amount of fees earned by each Young Conaway professional, and (v) the number of years in practice for each attorney. The blended hourly billing rate of Young Conaway attorneys during the Monthly Fee Period is approximately **\$878.26**. The blended hourly rate of paralegals and other non-legal staff during the Monthly Fee Period is approximately **\$295.00**.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of Young Conaway professionals for the Monthly Fee Period and summary materials related thereto. The description of the work done by counsel in the time detail may have been edited to protect the confidential and privileged nature of the work completed.

Notice and Objection Procedures

5. Notice of this Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email:

ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) Paul E. Harner, Ballard Spahr LLP, the independent fee examiner, 1675 Broadway 19th Floor, New York, NY 10019 (email: harnerp@ballardspahr.com); (v) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (vi) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **December 26, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in

the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

Dated: December 11, 2019

/s/ Pauline K. Morgan

YOUNG CONAWAY STARGATT & TAYLOR, LLP
1270 Avenue of the Americas, Suite 2201
New York, New York 10020
Tel: (212) 332-8840
Fax: (212) 332-8855
Pauline K. Morgan
Ryan M. Bartley
Travis Buchanan

*Counsel for the Debtors, Acting at the
Direction of the Restructuring Sub-Committee*

Exhibit A

Compensation by Professional

**SUMMARY OF MONTHLY FEE STATEMENT OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR
SERVICES RENDERED FOR THE PERIOD
FROM SEPTEMBER 1, 2019 THROUGH OCTOBER 31, 2019**

Name of Partners and Counsel	Title	Department	Date of First Admission	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Pauline K. Morgan	Partner	Bankruptcy	1987	975.00	1.90	1,852.50
Ryan M. Bartley	Partner	Bankruptcy	2007	625.00	.60	375.00
Total Partners and Counsel:					2.50	2,227.50

Name of Associates	Title	Department	Date of First Admission	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Travis G. Buchanan	Associate	Bankruptcy	2011	530.00	.10	53.00
Total Associates:					.10	53.00

Name of Paralegals and Other Non-Legal Staff	Title	Department	Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Brenda Walters	Paralegal	Bankruptcy	295.00	5.20	1,534.00
Total Paralegals:				5.20	1,534.00

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners	891.00	2.50	2,227.50
Associates	530.00	.10	53.00
Paralegals/Non-Legal Staff	295.00	5.20	1,534.00
Total Fees Incurred:		7.80	3,814.50

Exhibit B

Compensation by Task Code

**AGGREGATE TIME SUMMARY BY TASK CODE
FOR THE PERIOD FROM SEPTEMBER 1, 2019 THROUGH OCTOBER 31, 2019**

Project Category	Total Hours	Total Fees (\$)
Case Administration (B001)	.20	125.00
Court Hearing (B002)	2.40	1,252.00
Retention of Professionals/Fee Issues (B012)	1.80	686.50
Fee Application Preparation (B018)	3.40	1,751.00
TOTAL	7.80	3,814.50

Exhibit C

Expense Summary

**AGGREGATE ITEMIZED DISBURSEMENTS
FOR THE PERIOD FROM SEPTEMBER 1, 2019 THROUGH OCTOBER 31, 2019**

Expenses Category	Total Expenses (\$)
Reproduction Charges	21.20
Docket Retrieval / Search	12.10
Teleconference / Video Conference	37.00
TOTAL	70.30

Exhibit D

Time Detail

YOUNG CONAWAY STARGATT & TAYLOR, LLP

RODNEY SQUARE
1000 NORTH KING STREET
WILMINGTON, DELAWARE 19801

P.O. BOX 391
WILMINGTON, DELAWARE 19899-0391

(302) 571-6600
(800) 253-2234 (DE ONLY)

TAX I.D. NO. 51-0082644

(302) 571-1253 FAX
www.ycst.com

Writer's Direct Dial
(302) 571-6707

Writer's E-Mail
pmorgan@ycst.com

Sears Holdings Corporation
333 Beverly Rd
c/o Alan Carr, Director
Hoffman Estates, IL 60178

Invoice Date:	December 9, 2019
Invoice Number:	50009539
Matter Number:	072902.1003

Re: Debtor Representation
For Billing Period through October 31, 2019

CURRENT INVOICE

Professional Services	\$	3,814.50
Disbursements	\$	<u>70.30</u>
Total Due This Invoice	\$	3,884.80

Sears Holdings Corporation
For Billing Period through October 31, 2019

Invoice Date: December 9, 2019
Invoice Number: 50009539
Matter Number: 072902.1003

Time Detail

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
10/22/19	RBART	Call with P. Morgan re: status of case, fee hearing	B001	0.20	125.00
09/18/19	BWALT	Telephone call from M. Tattnall re: telephonic attendance for October 23 fee hearing	B002	0.10	29.50
09/20/19	BWALT	Update docket with notice of hearing on interim fees and email to P. Morgan and R. Bartley re: appearance	B002	0.20	59.00
09/27/19	BWALT	Email to M. Tattnall re: P. Morgan appearance for October 23 hearing on interim fees	B002	0.20	59.00
10/07/19	BWALT	Email from/to J. Monziona re: October 23, 2019 hearing	B002	0.10	29.50
10/17/19	BWALT	Register P. Morgan for October 24 hearing, and email to/from M. Tattnall re: same	B002	0.10	29.50
10/17/19	BWALT	Email from/to M. Tattnall re: P. Morgan's telephonic appearance for October 24 hearing	B002	0.10	29.50
10/21/19	BWALT	Check on P. Morgan's appearance confirmation for October 23 hearing	B002	0.10	29.50
10/22/19	BWALT	Communications with D. Laskin, M. Tattnall, and Court, set-up telephonic appearance for P. Morgan for October 23 hearing	B002	0.30	88.50
10/22/19	BWALT	Monitor docket for notice of agenda for October 23 hearing	B002	0.20	59.00
10/23/19	PMORG	Participate telephonically in 10/23 fee hearing (.7); email to R. Bartley re: same (.1)	B002	0.80	780.00
10/31/19	BWALT	Confer with P. Morgan re: September monthly fee statement, and telephone call with M. Tattnall re: same	B002	0.20	59.00
10/01/19	BWALT	Email invoices details to generate excel reports for fee examiner	B017	0.30	88.50
10/14/19	BWALT	Upload YCST invoices (excel and pdf files) for fee examiner (.50); review preliminary report on first interim fee and expense application of YCST (.3)	B017	0.80	236.00
10/14/19	RBART	Preliminary review of fee examiner report	B017	0.10	62.50
10/14/19	TBUCH	Review preliminary report from fee examiner	B017	0.10	53.00

Sears Holdings Corporation
For Billing Period through October 31, 2019

Invoice Date: December 9, 2019
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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
10/17/19	RBART	Call with P. Harner re: Fee Examiner first report on YCST fees	B017	0.30	187.50
10/22/19	BWALT	Correspondence from P. Morgan, review draft interim fee order prepared by Weil, and correspondence to P. Morgan re: same	B017	0.20	59.00
09/27/19	BWALT	Draft YCST fee statement for August 2019	B018	1.20	354.00
09/30/19	BWALT	Finalize YCST eleventh fee statement for filing and service, and emails with P. Morgan, and Paul Weiss re: same	B018	0.60	177.00
09/30/19	PMORG	Review August fee statement for filing	B018	0.10	97.50
10/14/19	PMORG	Brief review of correspondence from fee examiner re: interim YCST fees	B018	0.20	195.00
10/16/19	PMORG	Emails with R. Bartley re: fee examiner's draft report	B018	0.10	97.50
10/22/19	PMORG	Review agenda for 10/23 hearing and call with R. Bartley re: same (.1); Review documents in preparation for fee hearing (.4); review proposed interim fee order and exhibits and emails with Weil re: same (.2)	B018	0.70	682.50
10/25/19	BWALT	Draft YCST fee statement for September 2019	B018	0.50	147.50
Total				7.80	\$3,814.50

Sears Holdings Corporation
For Billing Period through October 31, 2019

Invoice Date: December 9, 2019
Invoice Number: 50009539
Matter Number: 072902.1003

Timekeeper Summary

<u>Initials</u>	<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BWALT	Brenda Walters	Paralegal	5.20	295.00	1,534.00
PMORG	Pauline K. Morgan	Partner	1.90	975.00	1,852.50
RBART	Ryan M. Bartley	Partner	0.60	625.00	375.00
TBUCH	Travis G. Buchanan	Associate	0.10	530.00	53.00
Total			7.80		\$3,814.50

Sears Holdings Corporation
For Billing Period through October 31, 2019

Invoice Date: December 9, 2019
Invoice Number: 50009539
Matter Number: 072902.1003

Task Summary**Task Code:B001****Case Administration**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan M. Bartley	Partner	0.20	625.00	125.00
Total		0.20		125.00

Task Code:B002**Court Hearings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	0.80	975.00	780.00
Brenda Walters	Paralegal	1.60	295.00	472.00
Total		2.40		1,252.00

Task Code:B017**Retention of Professionals/Fee Issues**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan M. Bartley	Partner	0.40	625.00	250.00
Travis G. Buchanan	Associate	0.10	530.00	53.00
Brenda Walters	Paralegal	1.30	295.00	383.50
Total		1.80		686.50

Task Code:B018**Fee Application Preparation**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Pauline K. Morgan	Partner	1.10	975.00	1,072.50
Brenda Walters	Paralegal	2.30	295.00	678.50
Total		3.40		1,751.00

Sears Holdings Corporation
For Billing Period through October 31, 2019

Invoice Date: December 9, 2019
Invoice Number: 50009539
Matter Number: 072902.1003

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
09/27/19	Reproduction Charges	6.00	0.60
09/30/19	Reproduction Charges	24.00	2.40
10/15/19	Reproduction Charges	23.00	2.30
10/22/19	Reproduction Charges	134.00	13.40
10/22/19	Docket Retrieval / Search	121.00	12.10
10/24/19	Teleconference / Video Conference	1.00	37.00
10/28/19	Reproduction Charges	7.00	0.70
10/29/19	Reproduction Charges	18.00	1.80
Total			\$70.30

Sears Holdings Corporation

Invoice Date:

December 9, 2019

For Billing Period through October 31, 2019

Invoice Number:

50009539

Matter Number:

072902.1003

Cost Summary

<u>Description</u>	<u>Amount</u>
Docket Retrieval / Search	12.10
Reproduction Charges	21.20
Teleconference / Video Conference	37.00
Total	\$70.30